



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604

May 26, 1988

RECORDATION NO. 774414 8-152A032
FBI

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

MAY 31 1988 10 26 AM
1300
INTERSTATE COMMERCE COMMISSION

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series J, Supplement No. 14,
dated May 15, 1988

Dear Secretary:

Enclosed herewith please find an original and one counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 14, dated as of May 15, 1988, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of December 15, 1974.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 7744.

The name and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series J, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I would like to have returned to me bearing the recordation information.

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A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

A handwritten signature in dark ink, appearing to be 'GS' or 'Gus Svolos' in a stylized, cursive script.

Gus Svolos
Vice President-Law

JQG/IEW/LBM/mj

Enclosures

EQUIPMENT TRUST, SERIES J,
Dated December 15, 1974

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
200	52'6" 70-ton Insulated Box Cars with roller bearing trucks; Pacific Car and Foundry Company, Builder; Nos. 522600 to 522799, both inclusive	\$37,100	\$7,420,000
20	U-36-C 3600 HP Diesel Locomotive Units; General Electric Company, Builder; Nos. 8774 to 8793, both inclusive	\$415,900	\$8,318,000
100	89'4" 70-ton Flat Cars with roller bearing trucks; Bethlehem Steel Corporation, Builder; Nos. 90034 (1 car), 90036 (1 car) 296568 to 296575 (8 cars), 291902 (1 car), 291904 to 291915 (12 cars), 291917 to 291947 (31 cars), 291949 to 291953 (5 cars), 291955 to 291960 (6 cars), 291962 to 291971 (10 cars), 291973 to 291996 (24 cars), and 291999 (1 car)	\$29,000	\$2,900,000
50	50'6" 100-ton Box Cars; Pullman Incorporated, Builder; Nos. 45785 to 45834, both inclusive	\$37,500	\$1,875,000
500	61' 100-ton Insulated Box Cars; Santa Fe Rail Equipment Company, Builder; Nos. 621600 to 622099, both inclusive	\$38,000	\$19,000,000
600	4,750 cu. ft. 100-ton Covered Hopper Cars; Pullman Incorporated, Builder; Nos. 315200 to 315799, both inclusive	\$28,000	\$16,800,000

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
100	70'10" 100-ton Hopper Cars; Greenville Steel Car Company, Builder; Nos. 165000 to 165099, both inclusive	\$34,000	\$3,400,000
84	60'9" 100-ton Box Cars; Pullman Incorporated, Builder; Nos. 611616 to 611699, both inclusive	\$33,100	\$2,780,400
75	100-ton Triple Cross Hopper Cars; Santa Fe Rail Equipment Company, Builder; Nos. 179000 to 179074, both inclusive	\$38,000	\$2,850,000
25	89'4" 70-ton Flat Cars for trailer or container service, with roller bearing trucks (Class Ft-91); Bethlehem Steel Corporation, Builder; Nos. 295275 and 295299, both inclusive	\$365,000	\$9,125,000
5	60' Box Cars, 70-ton capacity with roller bearing trucks (Class Bx-194); Fruit Growers Express Company, Builder; Nos. 600745 to 600749, both inclusive	\$56,300	\$281,500
11	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder; Nos. 1911 to 1921, both inclusive	\$35,072	\$385,792
17	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder; Nos. 2022 to 2038, both inclusive	\$35,433	\$602,361
8	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF Remanufacturer; Nos. 5841 to 5848, both inclusive	\$588,500	\$4,108,000

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
30	52' 6" 100-Ton, Solid Bottom, 4' Side Gondola Cars, Pittsburgh and Lake Erie Railroad Company; Nos.68081 to 68110, both inclusive	\$18,000	\$ 540,000
50	Enclosed Bi-Level Auto Racks, Without End Doors (BL-7), Thrall Car Manufacturing Company, Builder; Nos. 2209 to 2258, both inclusive	\$18,534	\$ 926,700
9	Fully Enclosed Tri-Level Auto Racks (TL-13), Thrall Car Manufacturing Company, Builder; Nos. 2334 to 2342, both inclusive	\$32,675	\$ 294,075
3	2300 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-39-2; ATSF Remanufacturer, Nos. 3402 and 3404, both inclusive	\$432,737	\$1,298,210
1	3000 HP Diesel Electric Locomotive SF30B, Original General Electric Model U23-B; ATSF, Remanufac- turer; No. 7200	<u>\$617,433</u>	<u>\$617,433</u>
1,888	Total Units		<u>\$83,522,471</u>

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Revised
5/15/88

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES J

SUPPLEMENT NO. 14, dated as of May 15, 1988, to Equipment
Trust Agreement, dated as of December 15, 1974 (the
"Agreement"), between The Atchison, Topeka and Santa Fe Railway
Company, a Delaware corporation (the "Company"), and Harris
Trust and Savings Bank, an Illinois corporation (the
"Trustee"), whereby The Atchison, Topeka and Santa Fe Railway
Company Equipment Trust, Series J, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement,
the Company has from time to time deposited various amounts of
cash (the "Replacement Funds") with the Trustee, said amounts
representing the Fair Value (as such term is defined in the
Agreement) of the railroad equipment included in said Equipment
Trust (the "Trust Equipment") which had become worn out,
unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the
Trustee shall hold the Replacement Funds pending the delivery
of additional railroad equipment (the "Additional Equipment")
to be included in said Equipment Trust;

WHEREAS, the Company desires to utilize funds remaining in
the Deposited Cash account of said Equipment Trust, if any, in
acquiring the Additional Equipment; and

WHEREAS, the Additional Equipment has an estimated current
value of \$3,104,360 which exceeds its Cost to the Trust.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. The inclusion of the Additional Equipment as Trust Equipment pursuant to Sections 4.2 and 4.9 of the Agreement is not adverse to the Holders.

2. In accordance with Section 4.2 of the Agreement, the Company shall cause the following items of railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of its right, title and interest in the contracts for the construction of the Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
3	2300 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP39-2; ATSF, Remanufacturer; Nos. 3402 to 3404, both inclusive.	\$ 432,737	\$1,298,210
1	3000 HP Diesel Electric Locomotive SF30B, Original General Electric Model U23-B; ATSF, Remanufacturer; No. 7200.	617,433	<u>617,433</u>
<u>4</u>	Total Additional Equipment		<u>\$1,915,643</u>

3. In accordance with Sections 4.1, 4.2 and 4.9 of the Agreement, the Additional Equipment is hereby included as a part of the Equipment, subject to all terms and conditions of the Agreement in all respects, and upon delivery the Additional Equipment will be leased by the Trustee to the Company.

4. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By W. J. Smith
President

ATTEST:

T. M. McNamee
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By 
Vice President

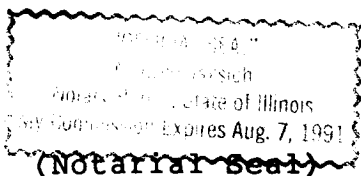
ATTEST:


Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 23rd day of May, 1988 before me personally appeared W. J. Swartz, to me personally known, who, being by me duly sworn, says that he is President of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Michael J. Schell
Notary Public

My Commission Expires

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 26 day of MAY, 1988 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of HARRIS TRUST AND SAVINGS BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

R. G. Mason
Notary Public

(Notarial Seal)

My Commission Expires DECEMBER 7, 1989

EQUIPMENT TRUST, SERIES J,
Dated December 15, 1974

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